UNITED STATES

SECURITIES AND EXCHANGE COMMIS

OMB APPROVAL

OMB Number:

3235-0076 April 30, 2008

Expires: April 30 Estimated average burden hours per response ......16.00

FORM D

Washington, D.C. 20549

Name of Offering: ( check if this is an amendment and name has changed, and indicate change).

RECEIVED

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR ÍNIFORM LIMITED OFFERING EXEMPTION



Filing Under (Check box(es) that apply):	□ Rule 504	☐ Rule 505		☐ Section 4(6)	□ ULOE
Type of Filing: New Filing		E Ruie 303	— Rule 300	Li beetion 4(0)	L 0202
1,750 011 111112	A. BASIC IDEN	TIFICATION D	ATA		
1. Enter the information requested about the issuer					
Name of Issuer: (☐ check if this is an amendment an Sequoia Vista Ridge, LP	d name has changed, ar	nd indicate change	s.) .	<u></u>	
Address of Executive Offices (Northglenn, Colorad	Number and Street, City do 80233	, State, Zip Code)	Telephone Number (303) 451-0700	(Including Area Code	e) 
Address of Principal Business Operations (if different from Executive Offices)	Number and Street, City	, State, Zip Code)	Telephone Number	(Including Area Code	e) 
Brief Description of Business  (a) Acquire The Bluffs at Vista Ridge, a 272-u tenant-in-common interests in the Property, (c manage and ultimately dispose of any tenant-in-Type of Business Organization	e) offer and sell its of	class A units of at remain unsold	limited partnersh	ip interest, and (d)	own, hold, operate
	artnership, already form artnership, to be formed	ed 🗆 o	ther (please specify)	PR(	<b>PCESSED</b>
Actual or Estimated Date of Incorporation or Organi	zation:  Mont 0		Actual 🗀	Estimated FE	EB <b>2 2</b> 2007
	nter two-letter U.S. Pos I for Canada; FN for oth			TX 5	THOMSON FINANCIAL
GENERAL INSTRUCTIONS			<u></u>	***	
Federal: Who Must File: All issuers making an offering of s U.S.C. 77d(6).	ecurities in reliance on	an exemption un	der Regulation D or	Section 4(6), 17 CFR	230.501 et seq. or 1

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑ Promoter □ Executive Officer □ Director General and/or ☑ Beneficial Owner Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Sequoia Real Estate Holdings, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 1901 Leroy Drive, Suite B, Northglenn, Colorado 80233 ■ Beneficial Owner □ Director General and/or Check Box(es) that Apply: ☐ Promoter □ Executive Officer Managing Partner Full Name (Last name first, if individual) Sequoia 1031 Companies, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 1901 Leroy Drive, Suite B. Northglenn, Colorado 80233 □ Director General and/or ☐ Promoter Beneficial Owner □ Executive Officer Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Sequoia Vista Ridge GP, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 1901 Leroy Drive, Suite B, Northglenn, Colorado 80233 General and/or Check Box(es) that Apply: ☑ Promoter ☑ Beneficial Owner □ Director Managing Partner Full Name (Last name first, if individual) Donald G. Behunin Business or Residence Address (Number and Street, City, State, Zip Code) 1901 Leroy Drive, Suite B, Northglenn, Colorado 80233 □ Director General and/or ☐ Beneficial Owner Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Tamera Franklin Business or Residence Address (Number and Street, City, State, Zip Code) 1901 Leroy Drive, Suite B, Northglenn, Colorado 80233 ☐ Director General and/or ☐ Executive Officer □ Beneficial Owner Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA

				B.	<u>INFORMA</u>	TION ABO	UT OFFER	ING				
1.	Has the issue	τ sold, or do	es the issuer	intend to se	l, to non-acc	redited inve	stors in this	offering?	•••••		Y€	s No I⊠
			Answei	also in App	endix, Colu	mn 2, if filin	g under UL(	DE.				
2.	What is the n	ninimum inv	estment that	will be acce	pted from ar	ıy individua	1?		.,		<u>\$ 28</u>	31,720 <b>*</b>
	*Issuer reser	ves the righ	t to waive t	he minimur	n purchase i	requiremen	t.					
3.	Does the offe	ring permit	joint owners	hip of a sing	le unit?		*********					_
4.	Enter the inf similar remu an associated or dealer. It information to	neration for l person or a f more than	solicitation of gent of a bro five (5) per	of purchasers ker or deales sons to be l	s in connecti	on with sale	s of securitions and/or with	es in the offe	ring. If a pates, list the	erson to be name of the	listed is broker	
Full Nam	e (Last name	first, if indiv	idual)							-		
Business	or Residence	Address (Nu	mber and St	reet, City, St	ate, Zip Cod	le)		· .		<del></del>		
150 Civio	Center Driv	e, Suite 104	, Sandy, Uta		,							
	Associated Br rokerage, Inc		er									
States in	Which Person	Listed Has	Solicited or I	ntends to So	licit Purchas	sers						
. (Che	ck "All States	" or check in	ndividual Sta	ites)				•••••				☑ All States
[AL] [IL]	[AK] [IN]	[AZ] [lA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] . [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Nam	e (Last name	first, if indiv	idual)				-	<u> </u>			·	
Business 150 Civio	or Residence : Center Driv	Address (Nu e, Suite 104	mber and St , Sandy, Uta	reet, City, S th 84070	ate, Zip Cod	le)	<del></del>					
	Associated Br Securities, L		ег		·							
States in	Which Person	Listed Has	Solicited or l	Intends to So	licit Purchas	sers	<del>.</del>		<u> </u>			<u></u>
(Che	eck "All States	s" or check in	ndividual Sta	ites)						****		
[AL] [IL] [MT]	[IN]   [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH]	[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[TV]	[VA]	[WA] <sup>*</sup>	[WV]	[WI] .	[WY]	[PR]
Full Nam	e (Last name	iirst, ii inaiv	iduai)					•				
Business	or Residence	Address (Nu	mber and St	reet, City, S	tate, Zip Cod	le)		<del></del>				
Name of	Associated Bi	oker or Dea	ler									
	Which Person											<u> </u>
(Che	eck "All States	s" or check i	ndividual Sta	ates)	•••••			*****************				. 🗆 All States
[AL] [IL] [MT] [RI]	[IN]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] . [ND] [WA]	(FL) (MI) (OH) (WV)	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

۵

Section B., Question 4

•					•							
Full Name (	Last name f	irst, if indiv	idual)					·		· · · · · · · · · · · · · · · · · · ·	<del></del>	
Business or	Residence A	Address (Nu	mber and St	reet, City, St	ate, Zip Cod	le)			-			
Name of Ass	sociated Bro	oker or Deal	er					<u> </u>		. <u> </u>		
States in Wh	ich Person	Listed Has S	Solicited or l	ntends to So	olicit Purchas	sers		· · ·				
(Check	"All States"	or check ir	idividual Sta	ites)	***************************************						•••••	.   All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (	Last name f	irst, if indiv	idual)					<del> </del>				
Business or	Residence A	Address (Nu	mber and St	reet, City, S	tate, Zip Cod	le)						
Name of As	sociated Bro	oker or Deal	ег									
States in Wh	ich Person	Listed Has	Solicited or	Intends to So	olicit Purchas	sers	<u> </u>				<del></del>	
(Check	"All States"	or check ir	ndividual Sta	ates)								.   All States
[AL] (IL) [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [1A] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (	Last name f	irst, if indiv	idual)						<u> </u>			i
Business or	Residence /	Address (Nu	mber and St	reet, City, S	tate, Zip Coc	le)				<u></u>	<del> </del>	
Name of As	sociated Bro	oker or Deal	er								<del></del>	
States in Wh	ich Person	Listed Has	Solicited or	Intends to So	olicit Purcha	sers	<del></del>					
(Check	"All States	or check in	ndividual Sta	ates)								.   All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

Section B., Question 4

Full Name (	Last name f	irst, if indivi	idual)						<u>.</u>			
Business or	Residence A	Address (Nu	mber and St	reet, City, St	ate, Zip Cod	e)						
Name of Ass	sociated Bro	oker or Deal	ет									
States in Wh	ich Person	Listed Has S	Solicited or I	ntends to Sc	licit Purchas	ers						
(Check	"All States'	or check ir	ndividual Sta	ites)						****************		.   All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (	Last name f	irst, if indiv	idual)				<del></del>		·	<del></del>		
Business or	Residence A	Address (Nu	mber and St	reet, City, St	ate, Zip Cod	le)	· · · ·	<u>.</u>	<u> </u>	<u>-</u>		
Name of Ass States in Wh	ich Person	Listed Has S	Solicited or l									🗆 All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (	Last name f	irst, if indiv	idual)			<u></u>						
Business or	Residence A	Address (Nu	mber and St	reet, City, S	tate, Zip Cod	le)						
Name of As	sociated Bro	oker or Deal	er					<del> </del>				<u> </u>
States in Wh	nich Person	Listed Has	Solicited or	Intends to So	olicit Purchas	sers	<u></u>					<del></del>
(Check	"All States	" or check in	ndividual Sta	ites)		••••••••						All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	(AR) (KS) (NH) (TN)	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

Section B., Question 4

Full Name (	Last name fi	irst, if indiv	idual)			<u></u>						
Business or	dusiness or Residence Address (Number and Street, City, State, Zip Code)											
Name of As	sociated Bro	ker or Deal	ег	<u></u> -		<u> </u>		· ·				
States in WI	nich Person	Listed Has	Solicited or I	ntends to Sc	olicit Purchas	sers						
(Check	"All States"	or check ir	ndividual Sta	ites)								☐ All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (	Last name f	irst, if indiv	idual)	<u></u>								
Business or	Residence A	Address (Nu	imber and St	reet, City, S	tate, Zip Coc	le)	<u>.</u>					
Name of As	sociated Bro	oker or Deal	ler									
States in Wi	nich Person	Listed Has	Solicited or I	intends to So	olicit Purcha:	sers						
(Check	"All States"	or check is	ndividual Sta	ites)							***************************************	□ All States
[AL] [IL] [MT] [RI]	[AK] (IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

	Type of Security		ggregate ring Price	A		nt Already Sold
	Debt	\$	N/A	<u>\$</u>	!	N/A
	Equity	\$	N/A	\$		N/A
	□ Common □ Preferred			-		_
	Convertible Securities (including warrants)	\$	N/A	\$	;	N/A
	Partnership Interests	<u></u>	*	s	,	0
	Other (Specify: tenant-in-common interests in the Property* (SEE ATTACHED PAGE))	\$ 9	390,675	. <u> </u>	3.	50,500
	Total		390,675	\$		50,500
	Answer also in Appendix, Column 3, if filing under ULOE.	<u> 4 .                                  </u>	390,073	, <u>y</u>		70,500
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					
			lumber ivestors	j	Dolla	gregate rs Amount urchases
	Accredited Investors		1	\$	3	50,500
	Non-accredited Investors		N/A	\$	<u></u>	N/A
	Total (for filings under Rule 504 only)		N/A	\$	;	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	,	·			
	Type of offering		Type of Security		Dolla	ar Amount Sold
	Rule 505		N/A	\$	<u> </u>	N/A
	Regulation A		N/A	\$	<u> </u>	N/A
	Rule 504		N/A	<u>\$</u>	3	N/A
	Total		N/A	\$	<u>.                                    </u>	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•				
	Transfer Agent's Fees			□ \$	i	0
	Printing and Engraving Costs			⊠ \$	<u> </u>	20,000
	Legal Fees			<b>⊠</b> \$		00,000
	Accounting Fees			⊠ \$	S	2,000
	Engineering Fees			□ \$	S	0
	Sales Commissions (specify finders' fees separately)			⊠ \$	<u>6</u>	57,347
	Other Expenses (identify): due diligence; managing broker/dealer fees; organizational & offering expe	nses.		<b>1</b> 28 <b>S</b>	. 4	20,814
	Other Expenses (identity), due differee, managing broken dealer rees, organizational de orientig expe	11000			_	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Section C., Question 1

Sequoia Vista Ridge, LP (the "Partnership") is acquiring The Bluffs at Vista Ridge, a 272-unit apartment community in Lewisville, Texas (the "Property"). The Partnership is offering tenant-in-common interests in the Property ("Interests"). Interests not sold will be retained by the Partnership and will constitute the Partnership's principal asset, which it will finance through a separate but concurrent offering of its class A units of limited partnership interest (the "Units"). The aggregate offering price of both the Interests and the Units will total \$9,390,675, which does not include any assumed debt.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and	
total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	90,514
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b. above.	
	ents To hers
Salaries and fees	0
Purchase of real estate□ \$0 ⊠ \$_6,9	73,500
Purchase, rental or leasing and installation of machinery and equipment	0
Construction or leasing of plant buildings and facilities	0
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	0
Repayment of indebtedness	0
	0
Other (specify): (a) Closing and carrying costs	0
(b)	0
Column Totals	73,500
Total Payments Listed (column totals added)	
D. FEDERAL SIGNATURE	<del></del>
issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information he issuer to any non-accredited investor pursuant to paragraph b(2) of Rule 502	g signature n furnished
Suer (Print or Type)  Date //30/	 >7
Sequoia Vista Ridge, LP	
ame of Signer (Printer or Type)  Title of Signer (Print or Type)	
Donald G. Behunin  President, Sequoia Vista Ridge GP, LLC, General Partner of Issuer	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)